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**UNITED STATES DISTRICT COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN FRANCISCO DIVISION**

DANIEL GRACE, KATHERINE R. )  
ARCELL, KEITH DEAN BRADT, JUDY )  
BRAY, JOSE' M. BRITO, JAN-MARIE )  
BROWN, ROBERT D. CONWAY, JUDY )  
CRANDALL, ROSEMARY D'AUGUSTA, )  
BRENDA K. DAVIS, PAMELA FAUST, )  
CAROLYN FJORD; DON FREELAND, )  
DONNA FRY, GABRIEL GARAVANIAN, )  
HARRY GARAVANIAN, YVONNE )  
JOCELYN GARDNER, LEE M. GENTRY, )  
VALARIE ANN JOLLY, GAIL S. KOSACH, )  
JOHN LOVELL, MICHAEL C. MALANEY, )  
LEN MARAZZO, LISA MCCARTHY, )  
PATRICIA ANN MEEUWSEN, L. WEST )  
OEHMIG, JR., CYNTHIA PROSTERMAN, )  
DEBORAH M. PULFER, DANA L. )  
ROBINSON, ROBERT A. ROSENTHAL, )  
BILL RUBINSOHN, SONDRRA K. RUSSELL, )  
SYLVIA N. SPARKS, JUNE STANSBURY, )  
CLYDE D. STENSRUD, WAYNE TALEFF, )  
GARY TALEWSKY, ANNETTE M. )  
TIPPETTS, DIANA LYNN ULTICAN, J. )  
MICHAEL WALKER, PAMELA S. WARD, )  
MICHAEL FARRAH, )

Plaintiffs,

v.

ALASKA AIR GROUP, INC. AND ALASKA  
AIRLINES, INC.,

Defendants.

CASE NO.:

**DECLARATION OF DANIEL  
GRACE IN SUPPORT OF  
APPLICATION FOR  
PRELIMINARY INJUNCTION  
AND ORDER TO SHOW  
CAUSE**

1 I, Daniel Grace, do hereby declare under the penalty of perjury as follows:

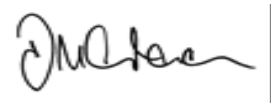
2 1. I am one of the plaintiffs in this action. I reside in San Francisco, California.  
3 The facts set forth in this declaration are personally known to me and if sworn as a witness I  
4 could and would competently testify thereto.

5 2. I am a frequent air traveler and have been a passenger on both Alaska Airlines  
6 and Virgin America on several occasions in the past. I find Virgin to be superior to other  
7 airlines. I fly Virgin America because I find that it provides me with premium service for a  
8 lower cost. On or about April 4, 2016 I learned that Alaska Airlines would acquire Virgin  
9 America. I had intended to continue to be a passenger on Virgin in the future. Now it is my  
10 understanding that Virgin will cease to exist in January of 2017.

11 3. Should Alaska acquire Virgin, it will severely limit my choice of competitive  
12 airlines when I fly from San Francisco to Los Angeles, as I often do. I have found Virgin's  
13 flights to Los Angeles to be very much more preferable to Alaska due to the quality of service  
14 and the in-flight amenities offered by Virgin. On Virgin, I am afforded significantly more  
15 legroom, seat recline and overall comfort. There is WiFi in the cabin and an electric outlet at  
16 my seat so that I can conduct business on my computer during my flight. Virgin's jets are  
17 modern and clean. Flights are convenient and generally available during the times that I want  
18 to fly.

19 4. Unfortunately it is my impression that should the acquisition be approved, fares  
20 will increase, Virgin's distinctive service and unique air travel experience will be downgraded  
21 or eliminated, customer choice and the frequency of flights will be severely cut back and there  
22 will likely be further increases in ancillary charges for amenities which I had otherwise  
23 considered to be included as part and parcel of my Virgin flying experience.

24 I declare under the penalty of perjury under the laws of the State of California that the  
25 foregoing is true and correct. Executed at San Francisco, California on September 7, 2016.

26 

27 Daniel Grace 09.07.16